

CHEFA COMMUNITY DEVELOPMENT CORPORATION

MEETING OF BOARD OF DIRECTORS

Minutes of Board Meeting

February 19, 2020

A meeting of the Board of Directors (the “CDC Board”) of CHEFA Community Development Corporation, a Connecticut nonstock Corporation (the “Corporation” or “CHEFA CDC”) was held on Wednesday, February 19, 2020, at 10 Columbus Boulevard, 7th Floor, Hartford Connecticut.

Present at the meeting were the following directors of the Corporation:

Peter W. Lisi
Michael Angelini
Lawrence Davis
Anne Foley
Barbara B. Lindsay, Esq.
Dr. Estela R. Lopez
Susan Martin ¹
Barbara Rubin

Absent from the meeting was the following director of the Corporation:

Mark Varholak

Also present at the meeting were the following individuals:

Jeanette W. Weldon, Executive Director, CHEFA CDC
Denise E. Aguilera, General Counsel, CHEFA
Daniel Giungi, Communications and Government Affairs Specialist,
CHEFA
Daniel Kurowski, CHEFA CDC Program Manager, CHEFA
Eileen MacDonald, Sr. Transaction Specialist, CHEFA
Joanne Mackewicz, Controller, CHEFA
Michael F. Morris, Managing Director, CHEFA
Cynthia D. Peoples-H, Managing Director, CHEFA

¹ Ms. Martin participated in the meeting via conference telephone that permitted all parties to hear each other.

Kara Stuart, Administrative Services Assistant, CHEFA
Bruce Chudwick, Esq, Shipman & Goodwin LLP
Ann Zucker², Managing Partner, Carmody Torrance
Sandak & Hennessey

There being a quorum of the Directors present for the purpose of transacting business, the meeting of the CDC Board was called to order at 2:48 p.m. by Chairperson Peter W. Lisi. Eileen MacDonald acted as the Secretary of the meeting and recorded the minutes.

APPROVAL OF MINUTES

Mr. Lisi requested a motion to approve the minutes of the November 13, 2019 meeting of the Board of Directors. Anne Foley moved to approve the minutes, which was seconded by Barbara Rubin.

Upon roll call, the “Ayes,” “Nays” and “Abstentions” were as follows:

<u>AYES</u>	<u>NAYS</u>	<u>ABSTENTIONS</u>
Peter W. Lisi	None	Lawrence Davis ³
Michael Angelini		Susan Martin ⁴
Anne Foley		
Barbara B. Lindsay		
Estela R. Lopez		
Barbara Rubin		

APPOINTMENT OF SPECIAL COUNSEL

Mr. Kurowski stated that a request for proposals was issued for Special Counsel services for CHEFA CDC. Special Counsel would be responsible for providing legal services

² Ms. Zucker participated in the meeting via conference telephone that permitted all parties to hear each other.

³ Mr. Davis abstained from voting as he did not attend the November 13, 2019 Special Board Meeting.

⁴ Ms. Martin abstained from voting as she did not attend the November 13, 2019 Special Board Meeting.

regarding corporate governance, 501c3 exemption, and other legal matters. Staff received responses from two firms, Carmody and Shipman. Both firms presented thorough proposals for the services and have been appointed as special counsel to CHEFA for a number of years. Staff recommends the appointment of both firms to service as Special Counsel for a period of up to three years.

Mr. Lisi called for a motion to approve the appointment of Carmody Torrance Sandak & Hennessey LLP and Shipman & Goodwin LLP to serve as Special Counsel to CHEFA CDC for a period of up to three years. Barbara Rubin moved to approve the appointment of Carmody Torrance Sandak & Hennessey LLP and Shipman & Goodwin LLP to serve as Special Counsel to CHEFA CDC, which was seconded by Anne Foley.

Upon roll call, the “Ayes,” “Nays” and “Abstentions” were as follows:

<u>AYES</u>	<u>NAYS</u>	<u>ABSTENTIONS</u>
Peter W. Lisi Michael Angelini Lawrence Davis Anne Foley Barbara B. Lindsay Estela R. Lopez Susan Martin Barbara Rubin	None	None

JOINT VENTURES

Mr. Kurowski stated that staff seeks Board approval of the Policy for the Participation in Joint Ventures. This policy is to protect CHEFA CDC’s exempt status while participating in joint ventures with for-profit entities. CHEFA CDC will be participating in the joint

ventures with the sub-CDEs and the Investment Fund. This policy will require CHEFA CDC to evaluate its participation to ensure its distribution of the ownership in the joint venture is equal to its contribution.

Mr. Lisi called for a motion to approve the Policy for the Participation in Joint Ventures. Anne Foley moved to approve the Policy, subject to the correction of the references to CHEFA CDE to CHEFA CDC throughout, which was seconded by Barbara Rubin.

Upon roll call, the “Ayes,” “Nays” and “Abstentions” were as follows:

<u>AYES</u>	<u>NAYS</u>	<u>ABSTENTIONS</u>
Peter W. Lisi Michael Angelini Lawrence Davis Anne Foley Barbara B. Lindsay Estela R. Lopez Susan Martin Barbara Rubin	None	None

CHEFA CDC UPDATE

CDC Financial Report

Joanne Mackewicz presented an overview of the FY 2020 financials through December 2019.

Outreach

Mr. Kurowski reported that he, Ms. Weldon and Mr. Morris have continued with their outreach efforts, meeting with Treasurer Wooden, Commissioner Lehman from DECD and Representative Brandon McGee. These meetings have been well received. The Treasurer has expressed interest in writing a letter of support for CHEFA CDC’s

application for tax credit allocation. Staff will be continuing their outreach efforts by meeting with members of Connecticut's General Assembly.

Advisory Board

Mr. Kurowski called Members' attention to the board handout materials, which includes an Advisory Board Member Application for Matt Straub. Lesley Higgins-Biddle will be leaving LISC at the end of the month. As a result, Ms. Higgins-Biddle will be removed from the Advisory Board. Management considers it important to have a representative from LISC on the board, so Matt Straub will be replacing Ms. Higgins-Biddle. Advisory Board members are appointed by the Chairperson, so there is no need for vote on this appointment.

CY 2020 New Markets Tax Credit Program Allocation Round

Mr. Kurowski reported that in December, Washington extended the NMTC program for another year and there are already discussions to extend it even further. For the CY 2020 round, which will award tax credits in 2021, there will be \$5 billion in NMTC available, an increase from previous rounds. Staff have already begun working on developing a project pipeline.

Workshop

Mr. Kurowski reported that during discussions with the Hartford Foundation for Public Giving regarding the NMTC Loan Fund product, CHEFA CDC suggested we pitched the idea of hosting a capital planning workshop to develop a loan fund pipeline. In collaboration with the Foundation's Nonprofit Support Program, CHEFA CDC will be participating in a workshop on March 16 at the Chrysalis Center in Hartford. The workshop will be presented by Susan Nelson of TDC, a nonprofit management consulting and research firm, who will discuss the importance of capital planning. In addition, there will be a panel discussion by mission-driven lenders, on the use of debt financing.

Conflict of Interest Annual Certification By Members

Mr. Kurowski called Directors' attention to the board handout materials for CHEFA CDC's Bylaws and Conflict of Interest Policy. The Conflict of Interest Policy requires board members and officers to submit a statement annually at that they have received, read, and understand the bylaws and policy and in addition they are required to disclose all organizations that they are have a financial interest in or a board member, trustee or officer. Mr. Kurowski asked that Directors to sign and return the statement.

ADJOURNMENT

There being no further business, Mr. Lisi requested a motion to adjourn. Ms. Lopez moved to adjourn the meeting and Ms. Foley seconded the motion.

Upon roll call, the "Ayes," "Nays" and "Abstentions" were as follows:

<u>AYES</u>	<u>NAYS</u>	<u>ABSTENTIONS</u>
Peter W. Lisi Michael Angelini Lawrence Davis Anne Foley Barbara B. Lindsay Estela R. Lopez Susan Martin Barbara Rubin	None	None

The meeting was adjourned at 3:08 p.m.

Respectfully submitted,

Eileen MacDonald
Acting Secretary